



DURHAM KENNEL CLUB

BYLAWS

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Article I. Membership

Section 1. Eligibility.

Membership is open to all persons who are in good standing with the American Kennel Club (AKC) and who subscribe to the purposes of this club. The club's primary purpose is to represent breeders and exhibitors in Durham, North Carolina and the surrounding area, but eligibility for membership is not restricted to residents of that area. There are four classes of membership: associate member, member, junior member and life member.

(a) Associate Member. This class of membership is open to any person who wishes to become a member of the club. Associate members are subject to payment of dues and may exercise and enjoy some privileges of membership but may not hold elective office or vote upon matters that come before the membership.

(b) Member. This class of membership is open to any associate member, 18 years of age and older, who has been an associate member for at least six months, has attended at least two member meetings, has performed at least two club services, has two members as sponsors and has shown an active interest in promoting the goals and objectives of the club. In addition, any person who has previously been a member and whose membership were terminated by means other than expulsion may, by paying membership dues and submitting an application for membership, be reinstated as a member. Members are subject to the payment of dues. Members in good standing may exercise and enjoy all the privileges of membership, including holding office and voting upon matters that may come before the membership. A member is in good standing if the member is (i) not in arrears in payment of dues, (ii) not under a disciplinary suspension as provided for in Article VI, and (iii) in compliance with current membership policies.

(c) Junior Member. This class of membership is open to any person who is eligible to compete in AKC Junior Showmanship events (currently, greater than eight and less than 18 years of age), who has shown an active interest in the goals and objectives of the club. Junior members are subject to payment of dues.

Junior members may exercise and enjoy some privileges of membership except holding office and voting upon matters that may come before the membership. Upon attaining the age of 18 years, a junior member becomes an associate member.

(d) Life member. This class of membership may be conferred upon a member in recognition of exemplary contributions to the club. The board of directors (the board) may nominate candidates for this honor. In addition, any member may submit a nomination in writing to the corresponding secretary for the board's consideration. The board will consider such nominations at its next regular meeting. If the board determines that a nominee is deserving of life membership, it will submit its recommendation to the membership at a regular club meeting. Life members are not subject to payment of dues, but they may not vote or exercise any other privileges of membership. Provided, however, that any life member may choose to pay regular membership dues and retain voting and other regular member privileges.

Section 2. Dues.

The board will from time to time set the amount of annual membership dues. The dues may vary for the various classes of membership. The annual dues for the membership class paying the highest rate of dues may not exceed \$100 without the prior approval of the membership. Membership dues are payable on or before 1 June of each year. A member of any class, joining the club after 1 January and before 1 June will pay one half of the annual dues applicable to that membership class for the remainder of the membership year. In April the membership chairman will send each member an electronic notice of dues for the coming year.

Section 3. Election to Membership.

Each applicant for associate membership, junior membership or membership will complete a board approved application form. The form will contain a provision that the applicant agrees to abide by the club bylaws and rules of the AKC. Applications for membership, but not associate or junior membership, will identify two members sponsoring the applicant. All applicants will deliver the completed application form and a remittance in the amount of the dues payable for the current year to the membership chairman. The membership chairman will present the names of applicants for membership to the board for review as soon as their respective applications are complete. The board will consider each application and, at the next regular club meeting, will recommend to the membership, whether the applicant should be considered for membership. The membership chairman will provide written notice of the names of applicants to be voted on in the same manner as the announcement of the club meeting at which the voting will take place. The affirmative votes

of three quarters of the voting eligible members present and voting at that meeting are required to admit a new member. An applicant for membership whose application has been rejected may reapply after six months from such rejection. Immediately after acceptance or rejection of an applicant, the membership chairman, will notify the applicant of the action taken by the membership.

Section 4. Termination of Membership.

Membership may be terminated as follows:

- (a) By resignation. A member of any class may resign from the club upon written notice to the corresponding secretary. No member may resign when in debt to the club. Obligations other than dues are a debt to the club and must be paid in full before a resignation will be accepted.
- (b) By lapse. A membership of any class will be considered as lapsed and automatically terminated if the dues of the member in question remain unpaid 30 days after the first day (1 June) of the fiscal year (i.e., 1 July). However, the board may grant an additional 90 days of grace to a delinquent member in meritorious cases.
- (c) By expulsion. A membership of any class may be terminated by expulsion as provided for in Article VI.

Article II. Meetings and Voting

Section 1. Member Meetings.

Meetings of the members will be held at the clubhouse or other appropriate venue within Durham County, on the third Monday of each month, except for June and July, at such hour and place as the board may designate. The board may, for good cause, set a different date for a club meeting. Members may attend regular and special meetings and vote on issues being voted on by the members, by electronic access, in compliance with state law, these bylaws, and procedures established by the Board from time to time, and, at the discretion of the Board, an entire meeting may be held electronically with remote member attendance.

Section 2. Special Member Meetings.

The board, the president, or five other members may call a special member meeting. The corresponding secretary will give notice of a special member meeting as provided for in Section 3 of this article. A special member meeting will be held in Durham County, at such place, date, and hour as the person calling the meeting may designate, and/or by electronic access in compliance with these bylaws, and state law. There may be no less than ten days between the date that the recording secretary gives notice of a special member meeting and the date of that meeting.

Section 3. Notice and Quorum.

The corresponding secretary may use electronic communication to provide written notice of the date, hour, and place, and, if authorized, the method of electronic attendance, of a club meeting. In the case of a special club meeting or of a regular club meeting at which business requiring special notice is to be transacted, the corresponding secretary will give written notice of the date, hour, place and purpose(s) of the meeting at least ten days before the scheduled date of the meeting. The agenda at a special club meeting may contain only those matters specified in the notice of the meeting. The presence of twenty percent of the voting eligible members in person or by electronic attendance constitutes a quorum.

Section 4. Board Meetings.

The board will hold regular meetings during the months of June, August, September, November, February, and April in Durham County, or at such other place and at such times and places as the board may designate and/or by electronic access in compliance with these bylaws, and state law. The president may change the date, time or place of a regular board meeting before written notice of the meeting. The board may resolve at any regular meeting to cancel the next regular meeting. The corresponding secretary will give written notice of board meetings to the members of board, and the general membership, at least five days before the date of the meeting. Board meetings are open to members in accordance with Roberts Rules of Order. The presence of a majority of the board members then in office constitutes a quorum.

Section 5. Special Board Meetings.

The president, or any other three members of the board, may call a special meeting of the board. A special meeting will be held in Durham County, or at such other place and at such place, date, and hour as the person calling the meeting may designate, and/or by electronic access according to with these bylaws, and state law. The corresponding secretary will give written notice of such meeting at least three days before the date of the meeting. The notice of a special board meeting will state the purpose of the meeting and that no other business will be on the agenda. The presence of a majority of the board members then in office constitutes a quorum.

Section 6. Voting and Remote Meetings.

(a) Each eligible voting member who is present in person or by electronic access, and is in good standing, as prescribed Article 1, has one vote upon each matter, including election of club officers and directors, submitted to a vote at any club meeting as provided herein.

The Board may also arrange to provide for electronic voting on any issue to be decided by the members or the board without a meeting. The Board may set procedures to allow a single issue to be voted on by electronic access, submitted to all voting members with clear instructions and deadlines. The resulting vote will be effective action if the number of votes cast electronically is equal to the quorum requirement for meeting of those eligible to vote.

(b) Voting to approve associate members or junior members for full membership, remove a board member from office, expel a member, and all other matters that the board considers warranted such a procedure will be by written, secret ballot. The election committee will conduct such votes according to the procedures set out in paragraph (c), below.

(c) For the election of officers, other board members and the AKC delegate, and to approve amendments to the articles of incorporation or bylaws, the election committee will: (i) prepare ballots: (ii) verify those eligible to vote: (iii) rule on any questions about voting procedures: (iv) count ballots; and (v) report the results to the president and

recording secretary. Nominated-unopposed board members, officers and AKC delegate will be declared elected without a vote being required.

(d) The Board, in its discretion, may arrange procedures for remote electronic access to member and board meetings. Such access must allow the participant to see and hear all of the business being conducted and to participate in all discussions. With any vote being conducted at such meetings, there must be a procedure for the remote participants to vote, whether by voice, show of hands, or by secret ballot, and for such votes to be included in the vote tallies. All meeting notices must include notice of any remote participation being provided, along with full, clear instructions on how to access that option.

(e) In addition, the board may authorize special board meetings to be held by telephone conference call, with notice as set out herein, and participation on the call by a quorum of board members.

Article III. Directors, Officers, and Other Positions of Responsibility

Section 1. Board of Directors.

The board consists of the club officers and four other members, each of whom is a member in good standing, as prescribed in Article 1. Members of the board serve in office for a term of two years. The membership entrusts the general management of the affairs of the club to the board.

Section 2. Officers.

The club officers are the president, vice president, recording secretary, corresponding secretary and treasurer. The officers serve in their respective capacities with respect to the general business of the club, club meetings and board meetings.

(a) The president will preside at meetings of the club and of the board and exercise the powers and duties usual to that office as well as those contained in these bylaws.

(b) The vice president will exercise the powers and duties of the president in the event of the president's death, absence, or incapacity.

(c) The recording secretary will: (i) keep a record of all meetings of the club and the board, including all attendance records, and all matters as the Board may order; (ii)

maintain the historical records of the club and (iii) carry out such other duties as are prescribed in these bylaws or as the board may direct.

(d) The corresponding secretary will: (i) handles all incoming and outgoing club correspondence; (ii) act as membership chairman if that position is vacant; (iii) notify officers and directors of their election to office; and (iv) carry out such other duties as are prescribed in these bylaws or as the board may direct. The corresponding secretary will serve as the registered agent of the Durham Kennel Club, Incorporated and will ensure compliance with legal and other requirements associated with the club's status as a North Carolina nonprofit corporation.

(e) The treasurer will: (i) collect and receive all funds due or belonging to the club; (ii) in a timely manner deposit such funds in a bank designated by the board; (iii) in the name of the club, disburse club funds in payment of proper obligations of the club; (iv) reconcile all club financial accounts; (v) follow-up on all outstanding receivables and disbursements in a timely manner; (vi) report at every board and club meeting on the cash position and outstanding debt of the club; (vii) assist the finance committee in the preparation of quarterly financial statements, including a balance sheet, income statement and a schedule of capital acquisitions and disposals; (viii) assist the finance committee in preparing a budget for presentation to the board for approval at the April board meeting and the membership at the May member meeting; and (ix) ensure the club's books and accounts will be at all times open to inspection by the board. The board may require that the treasurer be bonded in such amount as the board may determine.

Section 3. Limitation on Incumbency.

No person may serve in any officer position for more than three consecutive terms.

Section 4. Assistants to the Secretaries and the Treasurer.

The board may appoint a member to serve as an assistant recording or corresponding secretary or assistant treasurer. Such an assistant is not a member of the board and does not have board voting privileges. Such an appointee serves at the pleasure of the board.

Section 5. AKC Delegate.

Members will elect a member as a delegate to represent the club in proceedings of the AKC. The term of the AKC delegate will be five years. There is not a term limit for this office. -The AKC delegate is not an officer or a member of the board. A member may serve as an officer or board member and as an AKC delegate at the same time.

Section 6. Staggered Terms of Members of the Board of Directors.

The members of the board of directors serve staggered two-year terms. The president, vice president, treasurer and two of the non-officer members of the board will be elected in one year. The recording secretary, corresponding secretary, and the remaining two of the non-officer members of the board will be elected in the succeeding year.

Section 7. Removal from Office.

Any group of members comprising at least ten percent of the voting membership may request the removal from office of a board member by filing a written petition with the corresponding secretary. The petition will identify the board member or members who are the subject of the petition and the grounds alleged to justify such removal. The corresponding secretary will notify the membership that a petition for removal has been filed at least ten days before the meeting at which the petition will be considered. The petitioning members and the subject board member(s) will be heard in person and may present evidence, including the testimony of witnesses. The petitioning members will present their alleged grounds for removal first. The subject board member(s) will then present any case in defense. At the completion of the presentation of the petitioners' case and board member(s) defense the membership will consider the removal of each subject board member separately, taking into account such evidence as may have been introduced, and vote to retain in or remove that member in office. The vote of a majority of the voting eligible members that are present, and voting is required to remove a board member from office.

Section 8. Vacancies.

The board will fill any vacancy that may occur on the board by a majority vote of the members of the board. The board will take this action at the first regular board meeting following the occurrence of such vacancy, or at a special meeting of the board called, that purpose. The vice

president will fill a vacancy occurring in the office of the president and the board will fill the resulting vacancy in the office of vice president in the manner prescribed above for other vacancies on the board. A member who becomes a member of the board by filling a vacancy on the board will serve the entire remaining term of the member replaced, even if there is an election before the end of that term.

Article IV. Elections

Section 1. Annual Meeting.

The annual meeting is the member meeting held in May of each year at which certain of the officers, other board members and the AKC delegate are elected from among those nominated in accordance with Section 2 of this article. Those elected will take office immediately upon the conclusion of the election. Each departing officer will turn over to the successor in that position all properties and records relating to that office within 30 days after the election.

Section 2. Nomination of Candidates.

- (a) During the year preceding the annual meeting, the elections committee will nominate as many candidates as it deems advisable for the open positions as described in Article III.
- (b) The elections committee will present its slate of nominees, together with the written consent of those nominees, to the Recording Secretary before February 28, of the year in which the election is held. The Recording Secretary will provide written notice of the committee's slate to the membership in March Meeting Minutes.
- (c) At the April club meeting, the recording secretary will read the election committee's slate of nominees and then any nominations received from other members. The President will then open the meeting to nominations from the floor, at which time any member in attendance in person or by remote participation as provided herein, may nominate additional candidates for any elected position. A candidate nominated from the floor must signify willingness to be a candidate, either in person at the meeting, or by a written statement presented to the recording secretary at the meeting. Nominations may also be submitted via email or mailing USPS by sending the nominee's name directly to the Recording Secretary. A candidate nominated via email and or USPS must signify their willingness to be a candidate by sending an email to the Recording Secretary, a simple written statement that they agree to serve. All written nominations must be received by the

Recording Secretary by 9:00 p.m. EST on third Friday in April. The Recording Secretary will provide written notice to the membership of nominations received before the deadline.

(d) The provision of this section are the sole means for nominating candidates for officers, other members of the board and the AKC delegate. Except for the position of the AKC delegate, no person may be a candidate for more than one position. A nominee on the elections committee's slate is eligible only for election to the position to which the committee has nominated that nominee.

(e) The election committee will merge the Committee's nominees with any written nominations and nominations from the floor to complete a final ballot for the upcoming Election.

Section 3. Elections.

Election voting will be conducted in accordance with Article II. The candidates receiving the greatest number of votes for each open position are elected.

Article V. Committees

Section 1. General.

The Standing Committees listed in this Article will assist in the efficient management and administration of the club. The board has final authority over the membership of such committees and their work. The board may also appoint ad hoc committees to assist it on short-term projects. The board may terminate any committee appointments upon written notice to the appointee.

Section 2. Membership Committee.

The board will appoint a membership committee chair, who in turn will assemble a committee of sufficient number to accomplish the work of the committee. The committee will (a) prepare membership application forms for approval by the board; (b) distribute application forms to prospective members; (c) perform the functions in voting on new members prescribed by Article II; (d) turn over dues remittances received to the treasurer; (e) keep an accurate and current record of the names, addresses, telephone numbers, email addresses of all club members, regardless of membership class, and such other information on those members as the board may direct; and (f)

provide current membership records to the corresponding secretary and other members of the board as the board may direct.

Section 3. Elections Committee.

The board will appoint an election committee chair. The committee chair will then assemble a committee of no fewer than five members, no more than one of whom may be a member of the board. The committee performs the functions specified in Article II and Article IV.

Section 4. Finance Committee.

The board will appoint a finance committee chair, who in turn will assemble a committee of sufficient number to accomplish the work of the committee. The chair will provide written notice to the board of the members selected to serve on the finance committee. The board has final authority over the membership of such committees and their work. The board may terminate any committee appointments upon written notice to the appointee.

This committee will (a) develop financial policies and procedures for approval of the board; (b) maintain a manual containing approved financial policies and procedures; (c) annually after the end of the fiscal year and upon a change of treasurer, perform an internal audit of the club's financial records; (d) with the treasurer's assistance, prepare quarterly financial statements, including a balance sheet, income statement and a schedule of capital acquisitions and disposals; (e) with the assistance of the treasurer, prepare a budget for presentation to the board for approval at the April board meeting and the membership at the May club meeting. In the conduct of the internal audit, the committee will verify that cash receipts and disbursements are properly documented and recorded, that financial policies and procedures are complied with and that financial accounts are properly reconciled. The board may engage an independent financial professional to assist the finance committee in an audit if it is determined there is a need for an external audit. If a change in treasurer is incident to an election, the annual audit may also serve as the audit incident to change in treasure

Article VI. Discipline

Section 1. American Kennel Club Suspension.

Any member who is suspended from all the privileges of the American Kennel Club automatically shall be suspended from the privileges of this club for a like period.

Section 2. Charges.

An individual member may prefer charges against another individual member for alleged misconduct prejudicial to the best interests of the club. Written charges with specifications must be filed in duplicate with the corresponding secretary together with a deposit of \$100, which shall be forfeited if such charges are not sustained by the board following a hearing. The corresponding secretary shall promptly send a copy of the charges to each member of the board or present them at a board meeting, and the board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the club. If the board considers that the charges do not allege conduct which would be prejudicial to the best interests of the club, it may refuse to entertain jurisdiction. If the board entertains jurisdiction of the charges, it shall fix a date for a hearing by the board not less than three weeks nor more than six weeks thereafter. The corresponding secretary shall promptly send a copy of the charges and the specifications to the accused member in writing together with a notice of the hearing and an assurance that the defendant may personally appear in their own defense and bring witnesses if they wish.

Section 3. Board Hearing.

The board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and defendant, the board may by a majority vote of those present reprimand or suspend the defendant from all privileges of the club for not more than six months from the date of the hearing. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before their fellow members at the ensuing club meeting which considers the board's recommendation. Immediately after the board has reached a decision, its finding shall be put in written form and filed with the recording secretary. The corresponding secretary, in turn, shall notify each of the parties of the board's decision and penalty, if any.

Section 4. Expulsion.

Expulsion of a member from the club may be accomplished only at a meeting of the club following a board hearing and upon the board's recommendation as provided in Section 3 of this article. Such

proceedings may occur at a regular or special meeting of the club to be held within 60 days but not earlier than 30 days after the date of the board's recommendation of expulsion. The defendant shall have the privilege of appearing in his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the board's finding and recommendation, and shall invite the defendant, if present, to speak in their own behalf if they wish. The eligible voting members shall then vote by secret ballot on the proposed expulsion. A vote of three quarters of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the board's suspension shall stand.

Article VII. Amendments

Section 1. Proposal of Amendments.

Amendments to the bylaws may be proposed by the board of directors or by written petition addressed to the corresponding secretary signed by 20 percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the board of directors and must be submitted to the members with recommendations of the board by the corresponding secretary for a vote within three months of the date when petition was received by the corresponding secretary.

Section 2. Enactment of Amendments.

The corresponding secretary will provide notice of the proposed amendments and board recommendations at least two weeks prior to the date of the meeting at which the vote will take place. A vote of three quarters of the members present and voting shall be required for the amendment of the bylaws to pass.

Section 3. The American Kennel Club Approval of Amendments.

No amendment to the bylaws that is adopted by the club shall become effective until it has been approved by The American Kennel Club.

Article VIII. Miscellaneous

Section 1. Club Year.

The club's fiscal and membership year begins on 1 June and ends on 31 May of the following year.

Section 2. Approval of Financial Transactions.

The membership, by a majority vote, approves the annual budget at the May club meeting. The board, by a majority vote, may at other times, incur other obligations and make other expenditures.

Section 3. Alternative Means of Effecting Notice.

The club's standard form of communication will be written notifications via electronic communication, the member will provide authorization agreeing to the method of communication as part of their membership application and membership renewal each year. Such authorization, which is revocable, will also release the club from any liability should the notification be received late or not received by the member due to circumstances beyond the club's control.

Each member may request and pay for paper notifications via USPS. Rates for a subscription to paper notification will be determined by the board based on the cost of production and mailing of the publication. The membership chairman will maintain and keep current files of such agreements.

Article IX. Dissolution

The club may be dissolved at any time by written consent of not less than three quarters of the members present and voting at a meeting. In the event of the dissolution of the club, other than for purposes of reorganization, whether voluntary, involuntary or by operation of law, none of the property of the club nor any proceeds from the sale of such property, nor any other assets of the club will be distributed to any members of the club, but after payment of the debts of the club, its property and assets shall be given to a charitable organization, for the benefit of dogs, recommended by the board, and voted on by members by a majority of the members present and voting at a meeting.

Article X. Order of Business

Section 1. Club Meetings.

At club meetings, the order of business, as far as the character and nature of the meeting may permit, will be as follows:

- Roll call or signing of the attendance roll to establish the existence of a quorum

- Approval of the minutes of the last meeting
- Report of the president
- Report of the recording secretary
- Report of the corresponding secretary
- Report of the treasurer
- Report of the AKC delegate
- Reports of committees
- Election of board members and AKC delegate (at annual meeting)
- Election of new members
- Unfinished business
- New business
- Brags
- Adjournment

Section 2. Board Meetings.

At meetings of the board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

- Approval of minutes of last meeting
- Report of the president
- Report of the recording secretary
- Report of the corresponding secretary
- Report of the treasurer
- Report of AKC delegate
- Reports of committees
- Unfinished business

- New business
- Adjournment

Article XI. Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Revised* will govern proceedings of the club in all cases where the rules are applicable and in which they are consistent with these bylaws and any other special rules of order the club may adopt.